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Division of Corporations

Page 1 of 1

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To: Division of Corporations
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From: Account Name : BERNARD A. SINGER, P.A.
Account Number : 070242003143
Phone : (954) 985-8600
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

KOVI ENTERPRISES, LTD.

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
KOVI ENTERPRISES, LTD.,
a Florida Limited Partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby states the following:

- 1. The name of the Partnership is **KOVI ENTERPRISES, LTD.**
- 2. The address of the office of the Partnership is: **2645 South Bayshore Drive, Suite 1501, Miami, Florida 33133.**
- 3. The name and address of the agent for service of process on the Partnership is **Bernard A. Singer, Esquire, 4925 Sheridan Street, Suite A, Hollywood, Florida 33021.**
- 4. The name and business address of the sole General Partner is as follows: **Victoria De La Rosa at 2645 South Bayshore Drive, Suite 1501, Miami, Florida 33133.**
- 5. The mailing address of the Partnership is **c/o Victoria De La Rosa at 2645 South Bayshore Drive, Suite 1501, Miami, Florida 33133.**
- 6. The latest date upon which the Partnership shall dissolve is **December 31, 2050.**

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of **KOVI ENTERPRISES, LTD.** this 22ND day of October, 1999.

Witnesses:

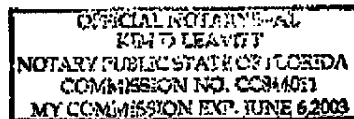
Kim D. Leavitt
Kim D. Leavitt
 Printed name of witness

Jessica DeLaRosa
Jessica DeLaRosa
 Printed name of witness

GENERAL PARTNER:

Victoria De La Rosa
 VICTORIA DE LA ROSA

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 10/22/99 11:03



This document was prepared by:
 Bernard A. Singer, Esq.
 4925 Sheridan Street, Suite A
 Hollywood, FL 33021
 (954) 985-8600
 Florida Bar# 240761

Fax Audit # R99000026767 6

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared VICTORIA DE LA ROSA, the General Partner of KOVI ENTERPRISES, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The aggregate amount of capital contributions to the Partnership to be made by the Limited Partners is Two Million (\$2,000,000) Dollars.
2. There are no additional capital contributions anticipated to be made by the Limited Partners.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

[Signature]
VICTORIA DE LA ROSA

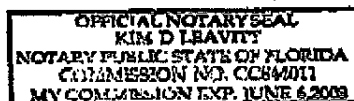
Date: October 22, 1999

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared VICTORIA DE LA ROSA, who is personally known to me or who has produced Driver License as identification, who did not take an oath, and who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit, as the sole General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of October, 1999.

[Signature]
Notary Public
State of Florida at Large



W:\02\LaRosa\Kovi Enterprises LPA\Fidav. of Capital Contributions

This document was prepared by:
Bernard A. Singer, Esq.
4825 Sheridan Street, Suite A
Hollywood, FL 33021
(954) 985-8600
Florida Bar# 240781

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for KOVI ENTERPRISES, LTD., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



BERNARD A. SINGER, ESQUIRE

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